

RECORDATION NO. 16539-K FILED

APR 04 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

OF COUNSEL  
URBAN A LESTER

April 4, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Notice of Termination of Lease, dated as of March 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Numbers 16539, 16539-A, 19539-D, 16539-G and 16539-I.

The name and address of the party to the enclosed document are:

Owner Trustee/  
Seller:

Wells Fargo Bank Northwest, National  
Association  
299 South Main Street  
Salt Lake City, UT 84111

[Buyer:

GE Capital Railcar Associates, Inc.  
161 North Clark Street  
Chicago, IL 60601

Anne K. Quinlan, Esquire  
April 4, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

81 railcars within the series PLCX 92474 - PLCX 92528 (not including casualties) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale and Notice of Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. W. Alvord', with a stylized, sweeping flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**BILL OF SALE AND NOTICE OF TERMINATION OF LEASE**

KNOW ALL MEN BY THESE PRESENTS that:

SURFACE TRANSPORTATION BOARD

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee (the "Seller"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell and assign to GE CAPITAL RAILCAR ASSOCIATES, INC. (the "Buyer") all of the Seller's right, title and interest in and to the equipment described on Schedule 1 attached hereto (hereinafter the "Purchased Equipment").

TO HAVE AND TO HOLD the Purchased Equipment unto Buyer, its successors and assigns, for its and their own use forever.

Seller warrants that there is hereby vested in Buyer, its successors and assigns, whatever title to the Purchased Equipment that was conveyed to the Seller by the vendors and original lessee of the Purchased Equipment, free and clear of all liens, security interests and other encumbrances arising by or through Seller, and that Seller shall defend such title forever against all claims and demands.

EXCEPT AS SET FORTH ABOVE: A. SELLER DOES NOT MAKE ANY WARRANTIES, OR REPRESENTATIONS OF ANY KIND, EITHER EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE, WITH REGARD TO THE PURCHASED EQUIPMENT INCLUDING, BUT NOT LIMITED TO: (I) TITLE; (II) CONDITION; DESIGN OR MANUFACTURE OF THE PURCHASED EQUIPMENT; (III) ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE; AND (IV) ANY IMPLIED WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USAGE OF TRADE; and B. By its acceptance of this Bill of Sale, Buyer confirms that the Purchased Equipment has been in its possession and it accepts the Purchased Equipment **AS IS, WHERE IS AND WITH ALL FAULTS.** IN ADDITION, SELLER DISCLAIMS ANY INCIDENTAL OR CONSEQUENTIAL DAMAGES.

*Notice of Termination of Lease:*

*The undersigned Seller, as lessor, publishes this notice that the Equipment Lease Agreement, dated as of September 15, 1989, originally between Itel Rail Corporation (predecessor in interest to Buyer) ("Itel") and First Security Bank of Utah, N.A. (predecessor in interest to Seller as owner trustee) ("FSBU"), regarding Itel Trust 89-2 (originally filed with the Interstate Commerce Commission under recordation number 16539 on September 29, 1989), as amended, supplemented and assigned, including without limitation by (i) Lease Supplement No. 1, dated as of September 29, 1989 originally between Itel and FSBU (originally filed with the ICC under recordation number 16539-A on September 29, 1989), (ii) Lease Supplement No. 2, dated as of December 28, 1989, originally between Itel and FSBU (originally filed with the ICC under recordation 16539-D in December 1989), (iii) Lease Supplement No. 3, dated as of September 12, 1997, originally between Buyer and First Security Bank, N.A. (f/k/a FSBU) ("FSB") (filed with the Surface Transportation Board ("STB") under recordation number 16539-G on September 17, 1997), (iv) Lease Supplement No. 4, dated as of September 12, 1997, originally between Buyer and FSB (filed with the STB under recordation number 16539-I on September 17, 1997), and (v) Consent, Waiver, Amendment, Assignment and Assumption, dated as of June 1, 1992, originally among Itel, FSBU, Continental Bank, N.A., Chase Manhattan Service Corporation and Buyer (originally filed with the ICC under recordation number 16539-F on June 24, 1992), has been terminated as to the equipment described on Schedule 1 hereto (the Equipment Lease remains in effect for all other units of equipment).*

IN WITNESS WHEREOF, Seller has caused this instrument to be executed for the purpose hereinabove shown by its duly authorized officer as of the 28th day of March, 2008.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as Owner  
Trustee

By:   
Title: VICE PRESIDENT

STATE OF                      Utah                      )  
COUNTY OF                Salt Lake                    ) SS:

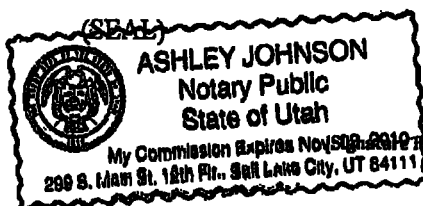
On this, the 28 day of March, 2008, before me personally appeared  
Scott Rosevear

                     to me personally known, who being by me duly sworn, says that he is a **VICE PRESIDENT**  
                     of Wells Fargo Bank Northwest, National Association, that the foregoing  
instrument was signed on behalf of said national banking association by authority of its Board of  
Directors, and he acknowledged that the execution of the foregoing instrument was the free act  
and deed of said national banking association.

In witness whereof, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:



Page to Bill of Sale and Notice of Termination of Lease Itel 89-2]

# **SCHEDULE 1 TO BILL OF SALE AND NOTICE OF TERMINATION OF LEASE**

## **Purchased Equipment**

Unit	Car	Car	Unit	Car	Car
Count	Initial	Number	Count	Initial	Number
1	PLCX	92474	51	PLCX	92533
2	PLCX	92482	52	PLCX	92538
3	PLCX	92483	53	PLCX	92500
4	PLCX	92487	54	PLCX	92550
5	PLCX	92510	55	PLCX	92493
6	PLCX	92488	56	PLCX	92494
7	PLCX	92489	57	PLCX	92496
8	PLCX	92490	58	PLCX	92498
9	PLCX	92492	59	PLCX	92549
10	PLCX	92505	60	PLCX	92552
11	PLCX	92512	61	PLCX	92497
12	PLCX	92515	62	PLCX	92529
13	PLCX	92516	63	PLCX	92534
14	PLCX	92518	64	PLCX	92540
15	PLCX	92526	65	PLCX	92503
16	PLCX	92472	66	PLCX	92504
17	PLCX	92491	67	PLCX	92506
18	PLCX	92508	68	PLCX	92507
19	PLCX	92537	69	PLCX	92511
20	PLCX	92548	70	PLCX	92513
21	PLCX	92530	71	PLCX	92514
22	PLCX	92536	72	PLCX	92517
23	PLCX	92547	73	PLCX	92519
24	PLCX	92489	74	PLCX	92520
25	PLCX	92470	75	PLCX	92521
26	PLCX	92473	76	PLCX	92522
27	PLCX	92476	77	PLCX	92523
28	PLCX	92479	78	PLCX	92524
29	PLCX	92480	79	PLCX	92525
30	PLCX	92481	80	PLCX	92527
31	PLCX	92499	81	PLCX	92528
32	PLCX	92546			
33	PLCX	92475			
34	PLCX	92551		Casualty Cars	
35	PLCX	92478	1	PLCX	46864
36	PLCX	92539	2	PLCX	92484
37	PLCX	92485	3	PLCX	92486
38	PLCX	92531	4	PLCX	92495
39	PLCX	92541	5	PLCX	92501
40	PLCX	92545	6	PLCX	92502
41	PLCX	92477	7	PLCX	92509
42	PLCX	92532			
43	PLCX	92542			

44	PLCX	92543				
45	PLCX	92553				
46	PLCX	92554				
47	PLCX	92555				
48	PLCX	92471				
49	PLCX	92535				
50	PLCX	92544				

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/4/08



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Robert W. Alvord